| 1 2 | Timothy J. Conway , OSB No. 851752 Direct Dial: (503) 802-2027 Facsimile: (503) 972-3727 | |
|-----|---|--|
| 3 | E-Mail: tim.conway@tonkon.com Ava L. Schoen , OSB No. 044072 | |
| 4 | Direct Dial: (503) 802-2143 Facsimile: (503) 972-3843 | |
| 5 | E-Mail: ava.schoen@tonkon.com TONKON TORP LLP | |
| 6 | 1600 Pioneer Tower 888 S.W. Fifth Avenue | |
| | Portland, OR 97204 | |
| 7 | Attorneys for Debtor | |
| 8 | | |
| 9 | | |
| 10 | UNITED STATES BA | ANKRUPTCY COURT |
| 11 | DISTRICT | OF OREGON |
| 12 | In re | Case No. 19-60138-pcm11 |
| 13 | B. & J. Property Investments, Inc., | CASE MANAGEMENT CONFERENCE DOCUMENTS |
| 14 | Debtor. | CONFERENCE DOCUMENTS |
| 15 | - | |
| 16 | Pursuant to the Order Scheduli | ng Case Management Conference dated |
| 17 | January 28, 2019 [ECF No. 62], attached here | to are the following documents: |
| 18 | 1. Debtor's financial proje | ctions through December 2019 are attached as |
| 19 | Exhibit 1. | |
| 20 | 2. Debtor's historical finan | ncial information for 2015, 2016, and 2017 is |
| 21 | attached as Exhibit 2. Debtor's financial state | ement for 2018 is not yet completed. |
| 22 | 3. Debtor's income from 3. | January 17, 2019 to February 14, 2019 was |
| 23 | \$21,250, and its total post-petition expenses, 6 | excluding bankruptcy-related legal fees, were |
| 24 | \$6,675.96. | |
| 25 | 4. Debtor anticipates incu | rring professional fees for (a) its bankruptcy |
| 26 | attorneys, Tonkon Torp LLP ("Tonkon Torp" |); (b) its special purpose counsel, Saalfeld |

Page 1 of 2 - CASE MANAGEMENT CONFERENCE DOCUMENTS

| 1 | Griggs PC ("Saalfeld Griggs"); and (e) its accountants, Fischer, Hayes, Joye & Allen, LLC |
|----|---|
| 2 | ("Fischer Hayes"). These professionals estimate their fees as follows: |
| 3 | 1. Tonkon Torp estimates it will incur approximately \$15,000 to |
| 4 | \$30,000 per month in fees and costs through confirmation. |
| 5 | 2. Saalfeld Griggs will be compensated on an hourly basis in |
| 6 | accordance with Saalfeld Griggs's ordinary and customary hourly rates in effect on the date |
| 7 | services are rendered. |
| 8 | 3. Fischer Hayes will be compensated on an hourly basis in |
| 9 | accordance with Fischer Hayes's ordinary and customary hourly rates in effect on the date |
| 10 | services are rendered and are estimated to be less than \$10,000 through confirmation. |
| 11 | DATED this 21st day of February, 2019. |
| 12 | TONKON TORP LLP |
| 13 | |
| 14 | By <u>/s/ Timothy J. Conway</u> Timothy J. Conway, OSB No. 851752 |
| 15 | Ava L. Schoen, OSB No. 044072 Attorneys for Debtor |
| 16 | · · · · · · · · · · · · · · · · · · · |
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Page 2 of 2 - CASE MANAGEMENT CONFERENCE DOCUMENTS

EXHIBIT 1

B&J Property Investments Budget to end of 2019

| | 1, | 1/15/2019 - 2/28/2019 | March-19 | April-19 | Σ | Мау-19 | June-19 | July-19 | August-19 | September-19 | | October-19 | November-19 | December-19 | TOTAL |
|------------------------------------|------|--------------------------|-------------------------|---------------|----------|---------------|--------------|--------------|--------------|--------------|----------|-------------------|-------------|--------------|---------------|
| Lease Income* | ❖ | \$ 00.005,05 | • | | ⋄ | ٠, | ۰, | √, | ٠ • | | ⋄ | , | ۰ | | |
| Income from RV/Storage Operations* | \$- | 41,750.00 \$ | 83,500.00 | \$ 83,500.0 | 8 \$ 00. | \$3,500.00 \$ | \$ 83,500.00 | \$ 83,500.00 | \$ 83,500.00 | \$ 83,500.00 | Ş | \$3,500.00 \$ | 83,500.00 | \$ 83,500.00 | |
| Total Income | φ. | 92,250.00 \$ | 83,500.00 | \$ 83,500.0 | 8 \$ 00. | 83,500.00 \$ | \$ 83,500.00 | \$ 83,500.00 | \$ 83,500.00 | \$ 83,500.00 | \$ | \$3,500.00 \$ | 83,500.00 | \$ 83,500.00 | \$ 927,250.00 |
| Expenses | | | | | | | | | | | | | | | |
| Payroll/Benefits | φ | \$ | 34,500.00 | \$ 34,000.00 | φ. | 34,000.00 \$ | 34,500.00 | φ. | φ. | φ. | φ. | 34,000.00 | 34,000.00 | \$ 34,500.00 | |
| Adequate Assurance | φ. | 14,080.16 \$ | 14,080.16 \$ | \$ 14,080.16 | φ. | 14,080.16 \$ | 5 14,080.16 | \$ 14, | \$ 14, | \$ 14, | s. | 14,080.16 \$ | 14,080.16 | \$ 14,080.16 | |
| Accounting | φ. 4 | 150.00 \$ | 300.00 | \$ 300.00 | \$ 00 | 300.000 | 300.00 | ن د | ن | ∽ + | \$ · | 300.00 | 300.00 | \$ 300.00 | |
| Auto | S + | 150.00 \$ | 300.00 | 300.000 | \$ 0C | 300.008 | 300.00 | \$ 300.00 | \$ 300.00 | \$ 300.00 | ٠ ج | 300.00 | 300.00 | \$ 300.00 | |
| Auto Insurance | s. | v). · | 300.00 | · . | s, | U) - | 300.00 | s, | · · | \$ 300.00 | ۍ . د | | , | \$ 300.00 | |
| US Trustee Fees | φ. | · | 1 | \$ 975.00 | \$ OC | J) | 1 | \$ 975.00 | ٠ ٠ | ٠ • | φ. | 975.00 | , | ٠ ٠ | |
| Property Taxes | Ş | \$ | 1 | ' | ş | ' | 1 | · \$ | - - - | · \$ | Ś | 64,500.00 \$ | 1 | · \$ | |
| Liability Insurance | ş | \$ | 1 | · • | ş | ' | 1 | · \$ | \$ | · \$ | ş | 19,200.00 | 1 | · • | |
| Insurance | ş | 100.00 | 175.00 \$ | \$ 175.00 | \$ 00 | 175.00 \$ | \$ 175.00 | \$ 175.00 | \$ 175.00 | \$ 175.00 | \$ | 175.00 \$ | 175.00 | \$ 175.00 | |
| Tax Distribution | ş | \$ | 1 | \$ 30,000.00 | \$ 00 | ' | 1 | \$ | · \$ | · \$ | Ş | 1 | ' | ٠ \$ | |
| Electricity | ş | 14,000.00 \$ | 11,500.00 \$ | \$ 12,000.0 | \$ 00. | \$ 00.002,6 | \$ 8,000.00 | \$ 8,500.00 | \$ 9,000.00 | \$ 10,000.00 | \$ | 8,000.000 \$ | 8,000.00 | \$ 11,000.00 | |
| Electrical Deposit | ş | 33,000.00 \$ | 1 | · • | ş | ' | 10 | \$ | ş | ş | ş | ' | ' | · \$ | |
| Gas | ş | \$ 00.005 | 200.00 | \$ 400.0 | ÷ 00. | 300.00 | \$ 200.00 | \$ 200.00 | \$ 200.00 | \$ 200.00 | \$ | 200.00 | 300.00 | \$ 500.00 | |
| Water/Sewer | \$ | 1,500.00 \$ | 2,700.00 \$ | \$ 2,600.00 | \$ 00 | 2,700.00 \$ | \$ 2,800.00 | \$ 2,900.00 | \$ 3,100.00 | \$ 3,000.00 | \$ | 3,100.00 \$ | 2,400.00 | \$ 2,800.00 | |
| Cable | ş | 1,600.00 \$ | 3,200.00 \$ | \$ 3,200.00 | \$ 00 | 3,200.00 \$ | \$ 3,200.00 | \$ 3,200.00 | \$ 3,200.00 | \$ 3,200.00 | \$ | 3,200.00 \$ | 3,200.00 | \$ 3,200.00 | |
| Telephone | ş | 425.00 \$ | 850.00 \$ | \$ 850.0 | \$ 00. | \$ 00.058 | \$ 850.00 | \$ 850.00 | \$ | ş | \$ | 850.00 | 850.00 | \$ 850.00 | |
| Garbage | \$ | 1,350.00 \$ | 2,700.00 \$ | \$ 2,700.0 | \$ 00. | 2,700.00 \$ | \$ 2,700.00 | \$ 2,700.00 | \$ 2 | \$ 2,700.00 | \$ | 2,700.00 \$ | 3,700.00 | \$ 2,700.00 | |
| Office Supplies | ş | 250.00 \$ | \$ 00.005 | \$ 500.0 | \$ 00: | \$ 00.003 | \$ 500.00 | ş | ş | ş | \$ | 500.00 | 500.00 | \$ 500.00 | |
| Background Checks/Screens | ş | \$ 00.09 | 120.00 \$ | \$ 120.C | \$ 00: | 120.00 \$ | \$ 120.00 | \$ 120.00 | \$ 120.00 | \$ 120.00 | \$ | 120.00 | 120.00 | \$ 120.00 | |
| Maintenance | ş | 450.00 \$ | \$ 00.006 | \$ 900.0 | ; 00. | \$ 00.006 | \$ 900.00 | \$ 900.00 | \$ 900.00 | \$ 900.000 | \$ | \$ 00.006 | 900.00 | \$ 900.00 | |
| Advertising | \$ | 1,150.00 \$ | \$ 00.062 | \$ 290.00 | \$ 00 | 290.00 \$ | \$ 290.00 | \$ 290.00 | \$ 290.00 | \$ | \$ | 290.00 | 3 290.00 | \$ 290.00 | |
| RV Park Recreation | \$ | 75.00 \$ | 150.00 \$ | \$ 150.C | \$ 00. | 150.00 \$ | \$ 150.00 | \$ 150.00 | \$ 150.00 | \$ 150.00 | \$ | 150.00 | 150.00 | \$ 150.00 | |
| Postage | ς. | 50.00 \$ | 100.00 | \$ 100.C | ÷ 00: | 100.00 | \$ 100.00 | \$ 100.00 | \$ | \$ 100.00 | \$ | 100.00 | 100.00 | \$ 100.00 | |
| Stock for Park Store | ş | 100.00 | 200.00 | \$ 200.0 | .00 \$ | 200.00 | \$ 200.00 | \$ 200.00 | \$ 200.00 | \$ 200.00 | \$ | 200.00 | 200.00 | \$ 200.00 | |
| Miscellaneous | ş | 1,000.00 \$ | 1,000.00 | \$ 1,000.0 | \$ 00. | 1,000.00 \$ | 3 1,000.00 | \$ 1,000.00 | \$ 1,000.00 | \$ 1,000.00 | \$ | 1,000.00 | 1,000.00 | \$ 1,000.00 | |
| Total Expenses | S | \$ 90.066 | 74,565.16 | \$ 104,840.16 | s. | 71,365.16 \$ | \$ 70,665.16 | \$ 71,440.16 | \$ 71,165.16 | \$ 72,865.16 | | \$ 154,840.16 \$ | 69,565.16 | \$ 73,965.16 | \$ 905,266.76 |
| | ٠ | | | | ٠ | | | ٠ | + | | | | | | |
| Net Income | s | 22,259.84 \$ | 8,934.84 \$ (21,340.16) | \$ (21,340.1 | \$ | 12,134.84 \$ | \$ 12,834.84 | \$ 12,059.84 | \$ 12,334.84 | \$ 10,634.84 | | \$ (71,340.16) \$ | 13,934.84 | \$ 9,534.84 | \$ 21,983.24 |

* Based on estimated effective date of lease rejection.

EXHIBIT 2

B. & J. PROPERTY INVESTMENTS, INC.
FINANCIAL STATEMENTS
AND SUPPLEMENTARY INFORMATION
AS OF AND FOR THE YEAR ENDED
DECEMBER 31, 2015
TOGETHER WITH INDEPENDENT ACCOUNTANT'S
COMPILATION REPORT

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INDEPENDENT ACCOUNTANT'S COMPILATION REPORT

To the Stockholders of B. & J. Property Investments, Inc. Salem, Oregon

Management is responsible for the accompanying financial statements of B. & J. Property Investments, Inc., (an S corporation), which comprise the statement assets, liabilities, and stockholders' equity – tax basis as of December 31, 2015, and the related statement of revenues, expenses, and retained earnings – tax basis for the year then ended, and for determining that the tax basis of accounting is an acceptable financial reporting framework. We have performed a compilation engagement in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Service Committee of the AICPA. We did not audit or review the financial statements nor were we required to perform any procedures to verify the accuracy or completeness of the information provided by management. Accordingly, we do not express an opinion, a conclusion, nor provide any form of assurance on these financial statements.

The financial statements are prepared in accordance with the tax basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America.

Management has elected to omit substantially all of the disclosures ordinarily included in financial statements prepared in accordance with the tax basis of accounting. If the omitted disclosures were included in the financial statements, they might influence the user's conclusions about the Company's assets, liabilities, equity, revenues, and expenses. Accordingly, the financial statements are not designed for those who are not informed about such matters.

The supplementary information contained in the schedule of operating expenses – tax basis is presented for purposes of additional analysis and is not a required part of the basic financial statements. This information is the representation of management. The information was subject to our compilation engagement, however, we have not audited or reviewed the supplementary information and, accordingly, do not express an opinion, a conclusion, nor provide any assurance on such supplementary information.

Fischer, Hayes, Fore & Allen, LLC

Salem, Oregon

February 12, 2016

B. & J. PROPERTY INVESTMENTS, INC. STATEMENT OF ASSETS, LIABILITIES AND STOCKHOLDERS' EQUITY - TAX BASIS AS OF DECEMBER 31, 2015

ASSETS

| Current assets: | | |
|---|------|-------------|
| Cash | \$ | 251,064 |
| | | |
| Property and equipment | | |
| Rental property | | 2,291,745 |
| Residential lots | | 290,342 |
| Machinery and equipment | | 127,269 |
| Less accumulated depreciation | (| (1,820,509) |
| Other assets: | | 888,847 |
| Loan fees, net of accumulated amortization of \$1,092 | | 31,675 |
| Due from - Stockholders | | 224,515 |
| Due from - Bliven | | 1,257 |
| Note receivable - William Lloyd Developments, Inc. | | 250,000 |
| Note receivable - William Lloyd Developments, Inc. | | 1,487,822 |
| Total receivable William Bloyd Developments, me. | | 1,707,022 |
| | | 1,995,269 |
| Total assets | \$ | 3,135,180 |
| LIABILITIES AND STOCKHOLDERS' E | OUI | TY |
| Current Liabilities: | | |
| Due to William Lloyd Developments, Inc. | \$ | 350,164 |
| Current portion of long-term debt | * | 50,140 |
| | | ,,- |
| | | 400,304 |
| Long-term debt, less current portion | | 2,360,599 |
| Other liabilities | | |
| Deferred gain | | 258,589 |
| | - | |
| Total liabilities | | 3,019,492 |
| Stockholders' equity | | |
| Common stock | | 5,000 |
| Retained earnings | | 110,688 |
| · · · · · · · · · · · · · · · · · · · | | |
| Total stockholders' equity | | 115,688 |
| Total liabilities and stockholders' equity | _\$_ | 3,135,180 |

See Independent Accountant's Compilation Report

B. & J. PROPERTY INVESTMENTS, INC. STATEMENT OF REVENUES, EXPENSES AND RETAINED EARNINGS - TAX BASIS FOR THE YEAR ENDED DECEMBER 31, 2015

| | | % of Sales |
|------------------------------|------------|------------|
| Rental revenues | \$ 489,172 | 100.0% |
| Operating expenses | 134,706 | 27.5% |
| Income from operations | 354,466 | 72.5% |
| Other income (expense): | | |
| Interest income | 108 | 0.0% |
| Interest expense | (134,996) | 27.6% |
| Total other income (expense) | (134,888) | -27.6% |
| Net income | 219,578 | 44.9% |
| Retained earnings, beginning | 45,460 | |
| Stockholder distributions | (154,350) | |
| Retained earnings, ending | \$ 110,688 | |

B. & J. PROPERTY INVESTMENTS, INC. SCHEDULE OF OPERATING EXPENSES - TAX BASIS FOR THE YEAR ENDED DECEMBER 31, 2015

| • | | % of Sales |
|--------------------------|------------|---------------|
| Operating expenses: | | |
| Amortization | \$ 13,906 | 2.8% |
| Auto | 800 | 0.2% |
| Bad debt | 350 | 0.1% |
| Bank charges | 9,000 | 1.8% |
| Depreciation | 38,319 | 7.9% |
| Insurance | 14,979 | 3.1% |
| Licenses and permits | 100 | 0.0% |
| Miscellanous | 25 | 0.0% |
| Professional fees | 6,118 | 1.3% |
| Property taxes | 50,959 | 10.4% |
| Taxes - other | 150 | 0.0% |
| Total operating expenses | \$ 134,706 | 27.5% |

B. & J. PROPERTY INVESTMENTS, INC.
FINANCIAL STATEMENTS
AND SUPPLEMENTARY INFORMATION
AS OF AND FOR THE YEAR ENDED
DECEMBER 31, 2016
TOGETHER WITH INDEPENDENT ACCOUNTANT'S
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WiftBan 4/5/2017

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INDEPENDENT ACCOUNTANT'S COMPILATION REPORT

To the Stockholders of B. & J. Property Investments, Inc. Salem, Oregon

Management is responsible for the accompanying financial statements of B. & J. Property Investments, Inc., (an S corporation), which comprise the statement assets, liabilities, and stockholders' deficit – tax basis as of December 31, 2016, and the related statement of revenues, expenses, and retained earnings (deficit) – tax basis for the year then ended in accordance with the tax basis of accounting, and for determining that the tax basis of accounting is an acceptable financial reporting framework. We have performed a compilation engagement in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Service Committee of the AICPA. We did not audit or review the financial statements nor were we required to perform any procedures to verify the accuracy or completeness of the information provided by management. Accordingly, we do not express an opinion, a conclusion, nor provide any form of assurance on these financial statements.

The financial statements are prepared in accordance with the tax basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America.

Management has elected to omit substantially all of the disclosures ordinarily included in financial statements prepared in accordance with the tax basis of accounting. If the omitted disclosures were included in the financial statements, they might influence the user's conclusions about the Company's assets, liabilities, equity, revenues, and expenses. Accordingly, the financial statements are not designed for those who are not informed about such matters.



The supplementary information contained in the schedule of operating expenses - tax basis is presented for purposes of additional analysis and is not a required part of the basic financial statements. This information is the representation of management. The information was subject to our compilation engagement, however, we have not audited or reviewed the supplementary information and, accordingly, do not express an opinion, a conclusion, nor provide any assurance on such supplementary information.

Fischer, Hayes, Joye & Allen, LLC

Salem, Oregon

March 6, 2017

B. & J. PROPERTY INVESTMENTS, INC. STATEMENT OF ASSETS, LIABILITIES AND STOCKHOLDERS' DEFICIT - TAX BASIS AS OF DECEMBER 31, 2016

| A | S | S | E | T | S |
|---|---|---|---|---|---|
| | | | | | |

| Current assets: | \$ 290,218 |
|---|--|
| Cash | |
| Property and equipment | 2 201 745 |
| Rental property | 2,291,745 |
| Machinery and equipment | 194,237 |
| Less accumulated depreciation | (1,905,861) |
| | 580,121 |
| Other assets: | 28,398 |
| Loan fees, net of accumulated amortization of \$4,369 | 227,177 |
| Due from - Stockholders | 937 |
| Due from - Bliven | 250,000 |
| Note receivable - William Lloyd Developments, Inc. Note receivable - William Lloyd Developments, Inc. | 1,487,822 |
| | 1,994,334 |
| | \$ 2,864,673 |
| Total assets | |
| Total assets | |
| Total assets LIABILITIES AND STOCKHOLDER | RS' DEFICIT |
| LIABILITIES AND STOCKHOLDER Current Liabilities: | |
| LIABILITIES AND STOCKHOLDER Current Liabilities: Due to William Lloyd Developments, Inc. | \$ 350,164 |
| LIABILITIES AND STOCKHOLDER Current Liabilities: | |
| LIABILITIES AND STOCKHOLDER Current Liabilities: Due to William Lloyd Developments, Inc. | \$ 350,164 |
| LIABILITIES AND STOCKHOLDER Current Liabilities: Due to William Lloyd Developments, Inc. Current portion of long-term debt | \$ 350,164 52,709 402,873 |
| LIABILITIES AND STOCKHOLDER Current Liabilities: Due to William Lloyd Developments, Inc. | \$ 350,164 52,709 |
| LIABILITIES AND STOCKHOLDER Current Liabilities: Due to William Lloyd Developments, Inc. Current portion of long-term debt | \$ 350,164 52,709 402,873 2,308,020 |
| LIABILITIES AND STOCKHOLDER Current Liabilities: Due to William Lloyd Developments, Inc. Current portion of long-term debt Long-term debt, less current portion | \$ 350,164 52,709 402,873 |
| LIABILITIES AND STOCKHOLDER Current Liabilities: Due to William Lloyd Developments, Inc. Current portion of long-term debt Long-term debt, less current portion Other liabilities | \$ 350,164 52,709 402,873 2,308,020 |
| LIABILITIES AND STOCKHOLDER Current Liabilities: Due to William Lloyd Developments, Inc. Current portion of long-term debt Long-term debt, less current portion Other liabilities Deferred gain Total liabilities | \$ 350,164 52,709 402,873 2,308,020 258,590 2,969,483 |
| LIABILITIES AND STOCKHOLDER Current Liabilities: Due to William Lloyd Developments, Inc. Current portion of long-term debt Long-term debt, less current portion Other liabilities Deferred gain | \$ 350,164 52,709 402,873 2,308,020 258,590 2,969,483 |
| LIABILITIES AND STOCKHOLDER Current Liabilities: Due to William Lloyd Developments, Inc. Current portion of long-term debt Long-term debt, less current portion Other liabilities Deferred gain Total liabilities Stockholders' deficit | \$ 350,164 52,709 402,873 2,308,020 258,590 2,969,483 |
| LIABILITIES AND STOCKHOLDER Current Liabilities: Due to William Lloyd Developments, Inc. Current portion of long-term debt Long-term debt, less current portion Other liabilities Deferred gain Total liabilities Stockholders' deficit Common stock | \$ 350,164 52,709 402,873 2,308,020 258,590 2,969,483 |

wilten 4/5/17

B. & J. PROPERTY INVESTMENTS, INC. STATEMENT OF REVENUES, EXPENSES AND RETAINED EARNINGS (DEFICIT) -TAX BASIS FOR THE YEAR ENDED DECEMBER 31, 2016

| | | % of Sales |
|---|------------------------------|---------------------------------|
| Rental revenues | \$ 480,030 | 100.0% |
| Operating expenses | 314,790 | 65.6% |
| Income from operations | 165,240 | 34.4% |
| Other income (expense): Gain on sale of lot 11 Interest income Interest expense | 33,956 2,708 (121,052) | 0.001 7.1% 0.6% -25.2% |
| Total other income (expense) | (84,388) | 17.5% |
| Net income | 80,852 | 16.9% |
| Retained earnings, beginning | 110,688 | |
| Stockholder distributions | (301,350) | |
| Retained deficit, ending | \$ (109,810) | |

See Independent Accountant's Compilation Report

WB

B. & J. PROPERTY INVESTMENTS, INC. SCHEDULE OF OPERATING EXPENSES - TAX BASIS FOR THE YEAR ENDED DECEMBER 31, 2016

| | | % of Sales |
|--------------------------|------------|------------|
| Operating expenses: | | |
| Amortization | \$ 3,277 | 0.7% |
| Auto | 599 | 0.1% |
| Depreciation | 85,352 | 17.9% |
| Insurance | 14,637 | 3.0% |
| Licenses and permits | 75 | 0.0% |
| Office supplies | 100 | 0.0% |
| Professional fees | 159,077 | 33.2% |
| Property taxes | 51,523 | 10.7% |
| Taxes - other | 150 | 0.0% |
| Total operating expenses | \$ 314,790 | 65.6% |

Page 5

B. & J. PROPERTY INVESTMENTS, INC.

FINANCIAL STATEMENTS
AND SUPPLEMENTARY INFORMATION
AS OF AND FOR THE YEAR ENDED
DECEMBER 31, 2017
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INDEPENDENT ACCOUNTANT'S COMPILATION REPORT

To the Stockholders of B. & J. Property Investments, Inc. Salem, Oregon

Management is responsible for the accompanying financial statements of B. & J. Property Investments, Inc., (an S corporation), which comprise the statement assets, liabilities, and stockholders' deficit – tax basis as of December 31, 2017, and the related statement of revenues, expenses, and retained earnings (deficit) – tax basis for the year then ended in accordance with the tax basis of accounting, and for determining that the tax basis of accounting is an acceptable financial reporting framework. We have performed a compilation engagement in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Service Committee of the AICPA. We did not audit or review the financial statements nor were we required to perform any procedures to verify the accuracy or completeness of the information provided by management. Accordingly, we do not express an opinion, a conclusion, nor provide any form of assurance on these financial statements.

The financial statements are prepared in accordance with the tax basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America.

Management has elected to omit substantially all of the disclosures ordinarily included in financial statements prepared in accordance with the tax basis of accounting. If the omitted disclosures were included in the financial statements, they might influence the user's conclusions about the Company's assets, liabilities, equity, revenues, and expenses. Accordingly, the financial statements are not designed for those who are not informed about such matters.

The supplementary information contained in the schedule of operating expenses – tax basis is presented for purposes of additional analysis and is not a required part of the basic financial statements. This information is the representation of management. The information was subject to our compilation engagement, however, we have not audited or reviewed the supplementary information and, accordingly, do not express an opinion, a conclusion, nor provide any assurance on such supplementary information.

Fischer, HAYES, Joye + ALLEN, LLC

Fischer, Hayes, Joye & Allen, LLC Salem, Oregon

May 24, 2018

Page 20 of 24

B. & J. PROPERTY INVESTMENTS, INC. STATEMENT OF ASSETS, LIABILITIES AND STOCKHOLDERS' DEFICIT - TAX BASIS AS OF DECEMBER 31, 2017

ASSETS

| ASSETS | |
|---|------------------|
| Current assets: | |
| Cash | \$ 207,923 |
| | |
| Property and equipment | |
| Rental property | 2,291,745 |
| Machinery and equipment | 194,237 |
| Less: accumulated depreciation | (1,952,154) |
| | |
| | 533,828 |
| Other assets: | - |
| Loan fees, net of accumulated amortization of \$7,646 | 25,121 |
| Due from - Stockholders | 91,536 |
| Due from - Bliven | 937 |
| Notes receivable (3) - William Lloyd Developments, Inc. | 1,837,822 |
| Troces receivable (5) William Bioja Bevelopments, mer | |
| | 1,955,416 |
| | 1,733,110 |
| Total assets | \$ 2,697,167 |
| Total assets | ψ 2,071,101 |
| LIADH IPERCAND COACHTAL DEDCE | |
| LIABILITIES AND STOCKHOLDERS' D | EFICIT |
| Current Liabilities: | 4 250 164 |
| Due to William Lloyd Developments, Inc. | \$ 350,164 |
| Current portion of long-term debt | 55,424 |
| | |
| | 405,588 |
| | |
| Long-term debt, less current portion | 2,252,450 |
| | |
| Other liabilities | |
| Deferred gain | 258,590 |
| | |
| Total liabilities | 2,916,628 |
| | |
| Stockholders' deficit | |
| Common stock | 5,000 |
| Retained deficit | (224,461) |
| | |
| Total stockholders' deficit | (219,461) |
| | |
| Total liabilities and stockholders' deficit | \$ 2,697,167 |
| | |

B. & J. PROPERTY INVESTMENTS, INC. STATEMENT OF REVENUES, EXPENSES AND RETAINED EARNINGS (DEFICIT) -TAX BASIS

FOR THE YEAR ENDED DECEMBER 31, 2017

| | | % of Sales |
|--|---------------------|----------------|
| Rental revenues | \$ 454,155 | 100.0% |
| Operating expenses | 205,118 | 45.2% |
| Income from operations | 249,037 | 54.8% |
| Other income (expense): Interest income Interest expense | 11,359 (118,207) | 2.5% -26.0% |
| Total other income (expense) | (106,848) | -23.5% |
| Net income | 142,189 | 31.3% |
| Retained earnings, beginning | (109,810) | |
| Stockholder distributions | (256,840) | |
| Retained deficit, ending | \$ (224,461) | |

B. & J. PROPERTY INVESTMENTS, INC. SCHEDULE OF OPERATING EXPENSES - TAX BASIS FOR THE YEAR ENDED DECEMBER 31, 2017

| | | % |
|--------------------------|----------|----------|
| | | of Sales |
| Operating expenses: | | |
| Amortization | \$ 3,2 | 277 0.7% |
| Auto | 3 | 0.1% |
| Depreciation | 46,2 | 93 10.2% |
| Insurance | 17,2 | 3.8% |
| Miscellaneous | 2 | 0.1% |
| Office supplies | 1,1 | 19 0.3% |
| Professional fees | 82,2 | 18.1% |
| Property taxes | 54,1 | 57 11.9% |
| Taxes - other | 1 | 50 0.0% |
| Total operating expenses | \$ 205,1 | 18 45.2% |

| 1 | CERTIFICATE OF SERVICE |
|--------|--|
| 2 | I hereby certify that the foregoing CASE MANAGEMENT CONFERENCE DOCUMENTS was served on the parties indicated as "ECF" on the attached List of Interested Parties by electronic means through the Court's Case Management/Electronic Case File system on the date set forth below. |
| 4 | In addition, the parties indicated as "Non-ECF" on the attached List of |
| 5 6 | Interested Parties were served by mailing a copy thereof in a sealed, first-class postage prepaid envelope, addressed to each party's last-known address and depositing in the U.S. mail at Portland, Oregon on the date set forth below. |
| 7 | DATED this 21st day of February, 2019. |
| 8 | TONKON TORP LLP |
| 9 | |
| 10 | By /s/ Timothy J. Conway |
| 11 | Timothy J. Conway, OSB No. 851752 Ava L. Schoen, OSB No. 044072 |
| 12 | Attorneys for Debtor |
| 13 | 038533/00002/9749380v1 |
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Page 1 of 1 - CERTIFICATE OF SERVICE

LIST OF INTERESTED PARTIES

In re B. & J. Property Investments, Inc. U.S. Bankruptcy Court Case No. 19-60138-pcm11

ECF PARTICIPANTS

TIMOTHY J CONWAY on behalf of Debtor B. & J. Property Investments, Inc. tim.conway@tonkon.com, candace.duncan@tonkon.com;spencer.fisher@tonkon.com

NICHOLAS J HENDERSON on behalf of Interested Party William Berman nhenderson@portlaw.com, tsexton@portlaw.com; mperry@portlaw.com

SHANNON R MARTINEZ on behalf of Creditor Saalfeld Griggs PC smartinez@sglaw.com, scurtis@sglaw.com

TERESA H PEARSON on behalf of Creditor Columbia Credit Union teresa.pearson@millernash.com, MNGD-2823@millernash.com

AVA L SCHOEN on behalf of Debtor B. & J. Property Investments, Inc. ava.schoen@tonkon.com, leslie.hurd@tonkon.com

TOBIAS TINGLEAF on behalf of Interested Party Better Business Management, Inc. toby@shermlaw.com, darlene@shermlaw.com

US Trustee, Eugene <u>USTPRegion18.EG.ECF@usdoj.gov</u>

NON-ECF PARTICIPANTS

TOP 20 UNSECURED CREDITORS

Class Action Plaintiffs c/o Brady Mertz Brady Mertz PC 345 Lincoln St. Salem, OR 97302

Portland General Electric

POB 4438

Portland, OR 97208

Judson's Plumbing POB12669 Salem, OR 97330

City of Salem

555 Liberty St. SE, Room 230

Salem, OR 97301

Comcast Business POB 34744

Seattle, WA 98124-1744

Pacific Source POB 7068 Springfield, OB 07475 (

Springfield, OR 97475-0068

Pacific Sanitation POB 17669 Salem, OR 97305

US Bank POB 6352

Fargo, ND 58125-6352

Miller Paint

390 Lancaster Dr. NE Salem, OR 97301

HotSuff Spas & Pool 1840 Lancaster Dr. NE Salem, OR 97305

NW Natural Gas POB 6017

Portland, OR 97228-6017

Chateau Locks 1820 47th Terrace East Bradenton, FL 34203-3773

American Funds POB 6007

Indianapolis, IN 46206-6007

Century Link Bankruptcy Dept.

600 New Century Parkway New Century, KS 66031

Walter Nelson Company 1270 Commercial St. NE Salem, OR 97301

Statesman Journal 340 Vista Ave. SE Salem, OR 97302 Pacific Screening POB 25582 Portland, OR 97298

DEX Media Dex Media Attn: Client Care 1615 Bluff City Highway Bristol, TN 37620 AllAmerican Insurance POB 758554 Topeka, KS 66675-8554

US Bank POB 6352 Fargo, ND 58125-635